

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575  
Fax 847 318-7588

RECORDATION NO. 20993 FILED

November 12, 1997

NOV 13 '97

10-11AM

**FIRST  
UNION®**

**VIA FEDERAL EXPRESS**

Surface Transportation Board  
Attn: Jan Fort  
1925 K Street, N.W.  
Room 704  
Washington, D.C. 20423-0001

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated August 30, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

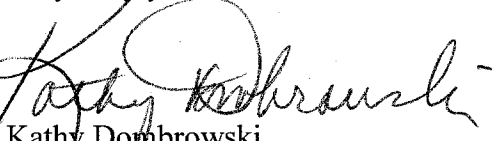
Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Norfolk Southern Corporation  
110 Franklin Road, S.E.  
Roanoke, VA 24042-0072

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

Very truly yours,



Kathy Dombrowski  
Manager-Documentation

Enclosures  
(NS009)

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ASSIGN: NS009

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 30<sup>th</sup> day of August, 1996, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Norfolk Southern Railway Company ("Lessee").

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of August 30, 1996, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached, hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: John J. Thomas

Name: JOHN J. THOMAS

Title: PRESIDENT

ATTEST:

By: Robert C. Hamilton

Name: ROBERT C. HAMILTON

Title: DIRECTOR - DOCUMENTATION Executed on this 3rd day of Nov., 1997.

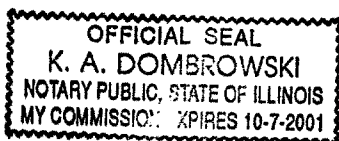
[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, K.A. DOMBROWSKI, a Notary Public in and for said state and county, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3rd day of November, 1997.



K.A. Dombrowski

Notary Public

My Commission Expires:

10-7-2001

(Notary Public)

LESSEE:

NORFOLK SOUTHERN RAILWAY COMPANY

By: William T. Rousis, C.P.M.

Name: WILLIAM T. ROUSIS

Title: Mgr. Purchasing - Car

ATTEST:

By: Dezora M. Martin

Name: DEZORA M. MARTIN

Title: Assistant Corporate Secretary

[CORPORATE SEAL]

STATE OF VIRGINIA

COUNTY OF ROANOKE

I, JANE S SHOEMAKER, a Notary Public in and for said state and county, certify that WILLIAM T ROUSIS personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21st day of OCTOBER, 1997.

Jane S Shoemaker  
Notary Public

My Commission Expires:

My Commission Expires July 31, 2000  
(Notary Public)

**EXHIBIT A**  
to  
**Memorandum of Lease**

**Ninety-Eight (98) Covered Hopper Railcars**

**Car Numbers**

1	NS009	FURX	840122		51	NS009	FURX	840379
2	NS009	FURX	840124		52	NS009	FURX	840380
3	NS009	FURX	840125		53	NS009	FURX	840381
4	NS009	FURX	840126		54	NS009	FURX	840382
5	NS009	FURX	840127		55	NS009	FURX	840383
6	NS009	FURX	840128		56	NS009	FURX	840384
7	NS009	FURX	840129		57	NS009	FURX	840385
8	NS009	FURX	840130		58	NS009	FURX	840386
9	NS009	FURX	840131		59	NS009	FURX	840387
10	NS009	FURX	840132		60	NS009	FURX	840388
11	NS009	FURX	840133		61	NS009	FURX	840389
12	NS009	FURX	840134		62	NS009	FURX	840390
13	NS009	FURX	840135		63	NS009	FURX	840391
14	NS009	FURX	840136		64	NS009	FURX	840392
15	NS009	FURX	840137		65	NS009	FURX	840393
16	NS009	FURX	840138		66	NS009	FURX	840394
17	NS009	FURX	840139		67	NS009	FURX	840395
18	NS009	FURX	840140		68	NS009	FURX	840396
19	NS009	FURX	840141		69	NS009	FURX	840397
20	NS009	FURX	840142		70	NS009	FURX	840398
21	NS009	FURX	840143		71	NS009	FURX	840399
22	NS009	FURX	840151		72	NS009	FURX	840400
23	NS009	FURX	840152		73	NS009	FURX	840401
24	NS009	FURX	840153		74	NS009	FURX	840402
25	NS009	FURX	840154		75	NS009	FURX	840403
26	NS009	FURX	840155		76	NS009	FURX	840404
27	NS009	FURX	840156		77	NS009	FURX	840405
28	NS009	FURX	840157		78	NS009	FURX	840406
29	NS009	FURX	840158		79	NS009	FURX	840425
30	NS009	FURX	840159		80	NS009	FURX	840426
31	NS009	FURX	840163		81	NS009	FURX	840427
32	NS009	FURX	840164		82	NS009	FURX	840428
33	NS009	FURX	840165		83	NS009	FURX	840429
34	NS009	FURX	840166		84	NS009	FURX	840430
35	NS009	FURX	840167		85	NS009	FURX	840431
36	NS009	FURX	840168		86	NS009	FURX	840432
37	NS009	FURX	840169		87	NS009	FURX	840433
38	NS009	FURX	840170		88	NS009	FURX	840434
39	NS009	FURX	840171		89	NS009	FURX	840435
40	NS009	FURX	840368		90	NS009	FURX	840436
41	NS009	FURX	840369		91	NS009	FURX	840437
42	NS009	FURX	840370		92	NS009	FURX	840438
43	NS009	FURX	840371		93	NS009	FURX	840439
44	NS009	FURX	840372		94	NS009	FURX	840440
45	NS009	FURX	840373		95	NS009	FURX	840441
46	NS009	FURX	840374		96	NS009	FURX	840442
47	NS009	FURX	840375		97	NS009	FURX	840443
48	NS009	FURX	840376		98	NS009	NDYX	516539
49	NS009	FURX	840377					
50	NS009	FURX	840378					